

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO FIFTY-FOURTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
OCTOBER 1, 2021 THROUGH OCTOBER 31, 2021**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	October 1, 2021 through October 31, 2021
Amount of compensation sought as actual, reasonable and necessary:	\$2,853.45
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$2,853.45

This is a: X monthly ___ interim ___ final application

This is O&B's fifty-fourth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for October 2021.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On April 13, 2022 sent to:

Counsel for the Oversight Board:

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**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

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Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

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**Counsel for the Official Committee of Retired
Employees:**

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Francisco Pena Montanez, CPA, Assistant Secretary of
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Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
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Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period October 1 through October 31, 2021</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	325.00	4.50	1,462.50
José R. Cacho	Member	Corporate	355.00	1.30	461.50
Carla Garcia Benitez	Member	Litigation	340.00	0.70	238.00
Ubaldo Fernandez	Jr. Member	Litigation	230.00	0.30	69.00
Jose L. Notario Toll	Jr. Member	Corporate	235.00	0.60	141.00
Josué Gonzalez Aldarondo	Associate	Corporate	200.00	1.50	300.00
Gabriel Miranda Rivera	Associate	Litigation	195.00	1.90	370.50
Olga M Alicea	Paralegal	Litigation	160.00	0.60	96.00
Vanessa Sanchez	Paralegal	Litigation	160.00	0.20	32.00
	Totals			11.60	\$ 3,170.50
	Less: 10% Courtesy discount				\$ (317.05)
SUMMARY OF LEGAL FEES					\$ 2,853.45
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period September 1 through September 30, 2021</u>					
Description - Expenses			Amounts		
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period October 1 through October 31, 2021</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	1.90	370.50
209	Adversary Proceeding	7.00	2,072.50
210	Analysis and Strategy	0.90	292.50
220	Translations	1.30	334.00
224	Fee Application - O&B	0.50	101.00
			\$ 3,170.50
	Less: 10% Courtesy Discount		\$ (317.05)
	TOTALS	11.60	\$ 2,853.45

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$2,568.11, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$2,568.11.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

850 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

November 4, 2021

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

ESQ. ALEJANDRO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

November 4, 2021
Bill #: 404278
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
October 31, 2021:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 474.00
Less Discount	<u>\$ -47.40</u>
Net Professional Services	\$ 426.60
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 426.60

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/04/21	GMR	206	File the Unopposed Urgent Motion of Intervening Defendant Financial Oversight and Management Board for Leave to File a Reply in Support of Motion to Dismiss, or in the Alternative, to Stay Counts I, II, and IV of the Complaint [ECF No. 40] of No More Than 45 Pages, through the court's electronic filing system in Case No. 17-3567.	.20	195.00	39.00
10/06/21	CGB	220	Review email from E. Stevens seeking translations of Hernández Torres v. Hernández Colón, 129 DPR 824, 861-63 (1992) and Hernandez Colon v. Policía de Puerto Rico, 177 D.P.R. 121, 146 (2009) (0.1); Review docket of adv. 21-00041 to locate translated case (0.1); Draft email to E. Stevens forwarding certified translation for Hernandez v. Policia decision found at Docket No. 64 thereof (0.1); Coordinate with J.A. Candelaria to verify status of potential translation Hernandez Torres v. Hernandez Colon decision (0.1); Draft email to O. M. Alicea seeking certified translation of the latter given unavailability at the PRSCT (0.1); Draft email to E. Stevens regarding ETA of certified translation (0.1); Review email from J. Roche regarding decision to not submit same (0.1).	.70	340.00	238.00
10/06/21	OMA	220	As requested by attorney C. Garcia, begin translating into English the Supreme Court decision in 129 DPR 824. 2 pages, 675 words.	.60	160.00	96.00
10/21/21	UMF	224	Draft fifty-second monthly fee statement of O&B for August 2021 in the Title III case of HTA.	.30	230.00	69.00
10/21/21	VSN	224	As required by U. Fernandez, prepare exhibits for the O&B fifty-second monthly fee application in the HTA Title III case for attorney review.	.20	160.00	32.00

Bill #: 404278

November 4, 2021

TOTAL PROFESSIONAL SERVICES	\$ 474.00
Less Discount	<u>\$ -47.40</u>
NET PROFESSIONAL SERVICES:	\$ 426.60

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
CARLA GARCIA BENITEZ	.70	340.00	238.00
UBALDO M. FERNANDEZ BARRERA	.30	230.00	69.00
GABRIEL MIRANDA RIVERA	.20	195.00	39.00
OLGA M. ALICEA	.60	160.00	96.00
VANESSA SANCHEZ	.20	160.00	32.00
Total	2.00		\$ 474.00

TOTAL THIS INVOICE	\$ 426.60
---------------------------	------------------

250 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

November 4, 2021

FOMB IN RE HTA TITLE III

RE: 21-00068-LTS ACS, LLC V AMBAC - HDB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

ESQ. ALEJANDRO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

November 4, 2021
Bill #: 404279
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
October 31, 2021:

Client.Matter: P1703 - 807

RE: 21-00068-LTS ACS, LLC V AMBAC - HDB

Total Professional Services	\$ 2,696.50
Less Discount	<u>\$ -269.65</u>
Net Professional Services	\$ 2,426.85
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 2,426.85

O'NEILL & BORGES LLC

Client.Matter: P1703 . 807

RE: 21-00068-LTS ACS, LLC V AMBAC - HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
10/03/21	JRC	209	(Ref to 21-AP-0068). Analyze question as to whether appropriations can only be made through the approval of the annual budget (.20). Emails with J. Pietrantoni and J. Gonzalez regarding same issue (.20).	.40	355.00	142.00
10/04/21	JRC	209	Review and analyze motions filed by claimant and FOMB (.70) with respect to issue of property rights on Acts 30/31 income . Review comments suggested by J. Gonzalez regarding those appropriations (.20).	.90	355.00	319.50
10/04/21	HDB	209	21-AP-0068 - Revise draft Reply Brief in Support of Motion to Dismiss, or in the Alternative, to Stay Counts I, II and IV of the Complaint.	1.40	325.00	455.00
10/04/21	JLN	209	Review draft Reply to DRA Parties opposition to dismissal (0.4) and comments from J. E. Gonzalez. (0.2)	.60	235.00	141.00
10/04/21	GMR	206	Review the Unopposed Urgent Motion of Intervening Defendant Financial Oversight and Management Board for Leave to File a Reply in Support of Motion to Dismiss, or in the Alternative, to Stay Counts I, II, and IV of the Complaint [ECF No. 40] of No More Than 45 Pages, in anticipation to its filing.	.20	195.00	39.00
10/04/21	GMR	206	File the Unopposed Urgent Motion of Intervening Defendant Financial Oversight and Management Board for Leave to File a Reply in Support of Motion to Dismiss, or in the Alternative, to Stay Counts I, II, and IV of the Complaint [ECF No. 40] of No More Than 45 Pages, through the court's electronic filing system at Docket No. 63 in Case No. 21-00068.	.20	195.00	39.00

Bill #: 404279

November 4, 2021

10/04/21	JEG	209	At the request of J. Pietrantonio, review arguments related to appropriation statutes, contained in the DRA Parties opposition to MTD brief and in the draft reply brief in support of the Oversight Board's motion to dismiss Counts I, II, and IV of the DRA Parties' adversary complain. (0.7). Review Secretary of Justice Opinion 2005-14. (0.3). Draft suggested amendments to the draft reply brief. (0.5).	1.50	200.00	300.00
10/05/21	HDB	209	Review J. Pietrantonio's proposed edits to the draft Reply to DRA Parties' Opposition to Motion to Dismiss certain counts of 21-AP-0068.	.20	325.00	65.00
10/07/21	HDB	209	Review National's Opposition to the Urgent Motion to Stay Deadline for the DRA Defendants to Answer or Otherwise Plead to the HTA Bondholder Actions Pending Adjudication of the Dispositive Motions in 21-ap-0068.	.30	325.00	97.50
10/08/21	HDB	209	Review the (Non-FOMB) Defendants' Reply in Support of Their Motion to Dismiss the Complaint in 21-AP-0068. (.4) Review final draft of Intervening Defendant Financial Oversight and Management Board's Reply in Support of Motion to Dismiss, or in the Alternative, to Stay Counts I, II, and IV of the Complaint. (.3)	.70	325.00	227.50
10/08/21	GMR	206	Review the Intervening Defendant Financial Oversight and Management Board's Reply in Support of Motion to Dismiss, or in the Alternative, to Stay Counts I, II, and IV of the Complaint, in anticipation to its filing.	.30	195.00	58.50
10/08/21	GMR	206	File the Intervening Defendant Financial Oversight and Management Board's Reply in Support of Motion to Dismiss, or in the Alternative, to Stay Counts I, II, and IV of the Complaint, through the court's electronic filing system..	.20	195.00	39.00
10/12/21	HDB	209	Review the Urgent motion of the DRA Parties for Leave to File Limited Sur-Reply with Respect to Opposition to Motions to Dismiss the Adversary Proceeding in 21-AP-0068.	.20	325.00	65.00

Bill #: 404279

November 4, 2021

10/13/21	HDB	209	Review Defendants' Opposition to the Urgent Motion of the DRA Parties for Leave to File Limited Sur-Reply with Respect to Opposition to Motions to Dismiss the Adversary Proceeding. (.2) Revise the Intervening Defendant Financial Oversight and Management Board's Opposition to Urgent Motion of the DRA Parties for Leave to File Limited Sur-Reply with Respect to Opposition to Motions to Dismiss the Adversary Proceeding. (.3)	.50	325.00	162.50
10/13/21	HDB	209	Analyze Reply to Response to Urgent motion of the DRA Parties for Leave to File Limited Sur-Reply with Respect to Opposition to Motions to Dismiss the Adversary Proceeding filed by AmeriNational Community Services, LLC, AmeriNational Community Services, LLC, Cantor-Katz Collateral Monitor LLC, Cantor-Katz Collateral Monitor LLC.	.30	325.00	97.50
10/13/21	GMR	206	Review the Intervening Defendant Financial Oversight and Management Board's Opposition to Urgent Motion of the DRA Parties for Leave to File Limited Sur-Reply with Respect to Opposition to Motions to Dismiss the Adversary Proceeding, in anticipation to its filing. (0.2). Review revised version (0.2).	.40	195.00	78.00
10/13/21	GMR	206	File the Intervening Defendant Financial Oversight and Management Board's Opposition to Urgent Motion of the DRA Parties for Leave to File Limited Sur-Reply with Respect to Opposition to Motions to Dismiss the Adversary Proceeding, through the court's electronic filing system. (0.2). Re-file revised version (0.2).	.40	195.00	78.00
10/29/21	HDB	210	Analyze Opinion and Order granting Motion to Dismiss. (21-0068)	.90	325.00	292.50

TOTAL PROFESSIONAL SERVICES	\$ 2,696.50
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Less Discount	\$ -269.65
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NET PROFESSIONAL SERVICES:	\$ 2,426.85
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JOSE R. CACHO	1.30	355.00	461.50

Bill #: 404279

November 4, 2021

HERMANN BAUER	4.50	325.00	1,462.50
JOSE L. NOTARIO TOLL	.60	235.00	141.00
GABRIEL MIRANDA RIVERA	1.70	195.00	331.50
GONZALEZ ALDARONDO, JOSUE E.	1.50	200.00	300.00
Total	9.60		\$ 2,696.50

TOTAL THIS INVOICE

\$ 2,426.85

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO FIFTY-FIFTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
NOVEMBER 1, 2021 THROUGH NOVEMBER 30, 2021**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	November 1, 2021 through November 30, 2021
Amount of compensation sought as actual, reasonable and necessary:	\$918.45
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$918.45

This is a: X monthly ___ interim ___ final application

This is O&B's fifty-fifth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for November 2021.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On April 13, 2022 sent to:

Counsel for the Oversight Board:

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New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
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Ehud Barak, Esq., ebarak@proskauer.com

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Counsel for AAFAF:

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Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

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San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

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San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

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**Counsel for the Official Committee of Retired
Employees:**

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Francisco.pares@hacienda.pr.gov
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Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
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Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period November 1 through November 30, 2021</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	325.00	0.20	65.00
Carla Garcia Benitez	Member	Litigation	340.00	0.90	306.00
Carlos E. George	Member	Labor	260.00	0.60	156.00
Laura E Diaz	Associate	Labor	170.00	2.10	357.00
Gabriel Miranda Rivera	Associate	Litigation	195.00	0.70	136.50
	Totals			4.50	\$ 1,020.50
	Less: 10% Courtesy discount				\$ (102.05)
SUMMARY OF LEGAL FEES					\$ 918.45

<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period September 1 through September 30, 2021</u>					
Description - Expenses			Amounts		
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period November 1 through November 30, 2021</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	0.20	68.00
206	Documents Filed on Behalf of the Board	0.70	136.50
207	Non-Board Court Filings	0.20	65.00
215	Plan of Adjustment and Disclosure Statement	0.60	156.00
222	Claims and Claims Objections	2.80	595.00
			\$ 1,020.50
	Less: 10% Courtesy Discount		\$ (102.05)
	TOTALS	4.50	\$ 918.45

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$826.61, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$826.61.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

250 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

November 30, 2021

FOMB IN RE HTA TITLE III

RE: FISCAL PLAN

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

ESQ. ALEJANDRO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

November 30, 2021
Bill #: 408740
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
November 30, 2021:

Client.Matter: P1703 - 2

RE: FISCAL PLAN

Total Professional Services	\$ 156.00
Less Discount	<u>\$ -15.60</u>
Net Professional Services	\$ 140.40
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 140.40

IN ACCOUNT WITH

850 AVE. MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 2
RE: FISCAL PLAN

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/01/21	CEG	215	Review HTA CBAs for plan of adjustments (10/19/2021).	.60	260.00	156.00

TOTAL PROFESSIONAL SERVICES \$ 156.00
Less Discount \$ -15.60
NET PROFESSIONAL SERVICES: \$ 140.40

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
CARLOS E. GEORGE	.60	260.00	156.00
Total	.60		\$ 156.00

TOTAL THIS INVOICE \$ 140.40

250 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

November 30, 2021

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

O'NEILL & BORGES LLC

ESQ. ALEJANDRO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE HTA TITLE III

November 30, 2021
Bill #: 406172
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
November 30, 2021:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 799.50
Less Discount	<u>\$ -79.95</u>
Net Professional Services	\$ 719.55
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 719.55

O'NEILL & BORGES LLC

250 AVE. MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1703 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/10/21	CGB	222	Review email from T. Di Natale regarding POC's grounded upon Civil Case numbers 15-01727 & KEF-1997-0196 (0.1); Review associated POCs (0.3); Coordinate with C. George the review of wages claims asserted in USDC case number 15-01727 (0.1); Email exchange with J. Herriman regarding alternate options to ascertain status of local court claim KEF-1997-0196 (0.2).	.70	340.00	238.00
11/10/21	LED	222	Review and analyze case number 15-01727 USDC-PR docket (1.3) and prepare summary of current case status as requested by Trevor DiNatale (0.8).	2.10	170.00	357.00
11/15/21	GMR	206	Review the Tenth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor to the Financial Oversight and Management Board for Puerto Rico as Representative of the Puerto Rico Highways and Transportation Authority From June 1, 2021 Through September 30, 2021, in anticipation to its filing.	.20	195.00	39.00
11/15/21	GMR	206	Review the Notice of Filing of Tenth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor to the Financial Oversight and Management Board for Puerto Rico as Representative of the Puerto Rico Highways and Transportation Authority From June 1, 2021 Through September 30, 2021, in anticipation to its filing.	.10	195.00	19.50

Bill #: 406172

November 30, 2021

11/15/21	GMR	206	File the Tenth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor to the Financial Oversight and Management Board for Puerto Rico as Representative of the Puerto Rico Highways and Transportation Authority From June 1, 2021 Through September 30, 2021, through the court's electronic filing system in Case No. 17-3567.	.20	195.00	39.00
11/15/21	GMR	206	File the Notice of Filing of Tenth Interim Fee Application of Alvarez & Marsal North America, LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Advisor to the Financial Oversight and Management Board for Puerto Rico as Representative of the Puerto Rico Highways and Transportation Authority From June 1, 2021 Through September 30, 2021, through the court's electronic filing system in Case No. 17-3567.	.20	195.00	39.00
11/16/21	CGB	202	Review and respond to email from L. Stafford seeking legal research appellate options for employees' asserting wages claims (0.1); Coordinate with C. George and L. Diaz to address the same (0.1).	.20	340.00	68.00

TOTAL PROFESSIONAL SERVICES \$ 799.50

Less Discount \$ -79.95

NET PROFESSIONAL SERVICES: \$ 719.55

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
CARLA GARCIA BENITEZ	.90	340.00	306.00
GABRIEL MIRANDA RIVERA	.70	195.00	136.50
LAURA E. DIAZ GONZALEZ	2.10	170.00	357.00
Total	3.70		\$ 799.50

TOTAL THIS INVOICE \$ 719.55

250 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

November 30, 2021

FOMB IN RE HTA TITLE III

RE: 21-00068-LTS ACS, LLC V AMBAC - HDB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

850 AVE MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

November 30, 2021
Bill #: 406174
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
November 30, 2021:

Client.Matter: P1703 - 807

RE: 21-00068-LTS ACS, LLC V AMBAC - HDB

Total Professional Services	\$ 65.00
	<u>\$ -6.50</u>
Net Professional Services	\$ 58.50
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 58.50

IN ACCOUNT WITH

850 AVE. MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 807

RE: 21-00068-LTS ACS, LLC V AMBAC - HDB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
11/02/21	HDB	207	Review Notice of Voluntary Dismissal of Counterclaims by Ambac Assurance Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp., Financial Guaranty Insurance Company, National Public Finance Guarantee Corporation, and Peaje Investments LLC.	.20	325.00	65.00

TOTAL PROFESSIONAL SERVICES \$ 65.00

\$ -6.50

NET PROFESSIONAL SERVICES: \$ 58.50

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.20	325.00	65.00
Total	.20		\$ 65.00

TOTAL THIS INVOICE \$ 58.50

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO FIFTY-SIXTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
DECEMBER 1, 2021 THROUGH DECEMBER 31, 2021**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	December 1, 2021 through December 31, 2021
Amount of compensation sought as actual, reasonable and necessary:	\$5,554.80
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$5,554.80

This is a: X monthly ___ interim ___ final application

This is O&B's fifty-sixth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for December 2021.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On April 13, 2022 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despins, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite
1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaneses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de
León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordon@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Secretary of the Treasury,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
One East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period December 1 through December 31, 2021</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Julio Pietrantoni	Special Counsel	Corporate	360.00	4.50	1,620.00
Hermann D. Bauer	Member	Litigation	325.00	2.60	845.00
José R. Cacho	Member	Corporate	355.00	3.90	1,384.50
José Notario Toll	Member	Corporate	235.00	2.90	681.50
Ubaldo Fernandez	Jr. Member	Litigation	230.00	0.30	69.00
Josué Gonzalez Aldarondo	Associate	Corporate	200.00	7.70	1,540.00
Vanessa Sanchez	Paralegal	Litigation	160.00	0.20	32.00
	Totals			22.10	\$ 6,172.00
	Less: 10% Courtesy discount				\$ (617.20)
SUMMARY OF LEGAL FEES					\$ 5,554.80
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period December 1 through December 31, 2021</u>					
Description - Expenses			Amounts		
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period December 1 through December 31, 2021</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
210	Analysis and Strategy	12.60	3,135.50
215	Plan of Adjustment and Disclosure Statement	9.00	2,935.50
224	Fee Application O&B	0.50	101.00
			\$ 6,172.00
	Less: 10% Courtesy Discount		\$ (617.20)
	TOTALS	22.10	\$ 5,554.80

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$4,999.32, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$4,999.32.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

250 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

December 31, 2021

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

ESQ. ALEJANDRO RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

December 31, 2021
Bill #: 407781
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
December 31, 2021:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 6,172.00
Less Discount	<u>\$ -617.20</u>
Net Professional Services	\$ 5,554.80
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 5,554.80

IN ACCOUNT WITH

850 AVE. MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
12/02/21	JRC	210	Review question from B. Rosen of Proskauer regarding procedure to raise toll rates (.20). Review 2005 HTA OS with pertinent sections (.40). Review emails from J. Pietrantoni regarding same (0.2).	.80	355.00	284.00
12/02/21	JP	215	Email exchanges B. Rosen, J. Gonzalez, J. Cacho, J. Notario and H. Bauer regarding PR law regulating process for HTA toll increases (0.6); review HTA official statements in connection with HTA toll increases (0.6)	1.20	360.00	432.00
12/02/21	HDB	210	Review indentures for certain HTA Revenue Bonds under the 1998 Resolution regarding toll increases. (0.6) email exchange with J. Pietrantoni, B. Rosen and others regarding same (0.2).	.80	325.00	260.00
12/02/21	JLN	215	Review inquiries from B. Rosen regarding tolls and fines. (0.3) Discuss related issues and statutes with J. E. Gonzalez. (0.4)	.70	235.00	164.50
12/02/21	JEG	210	Review HTA Organic Act, the Uniform Rate Revision and Modification Act, the Official Statement for the 2005 Series K, L and BB Bonds, and HTA Regulation 4450. (0.8). Draft email to J. Notario concerning the relevant provisions of the aforementioned documents and the process for HTA to increase toll rates. (1.1). Discuss issues related toll rate increases with J. Notario. (0.4)	2.30	200.00	460.00
12/03/21	JRC	210	Review memorandum drafted by J. Gonzalez on issue regarding procedure to raise toll taxes.	.40	355.00	142.00
12/03/21	HDB	210	Analyze draft memorandum regarding toll increase procedures under PR Law.	.50	325.00	162.50

Bill #: 407781

December 31, 2021

12/03/21	JLN	215	Review HTA statutes and regulations. (0.4) Revise draft response to B. Rosen query regarding toll increase procedures under PR Law . (0.5) Discuss draft response and applicable statutes with J. E. Gonzalez. (0.6)	1.50	235.00	352.50
12/03/21	JEG	210	Draft response to B. Rosen query regarding the process to increase toll rates under Puerto Rico law. (2.8). Discuss draft response with J. Notario. (0.6).	3.40	200.00	680.00
12/05/21	JP	215	Review applicable PR law and regulations regulating process for HTA toll increases (0.7); review HTA official statements in connection with HTA toll increases (0.4); revise memo to Proskauer regarding same (0.6).	1.70	360.00	612.00
12/06/21	JRC	210	Analyze of write-up prepared by J. Gonzalez regarding legal procedure to approve HTA rate increases (.50). Review comments and suggestions from J. Pietrantonio (.20).	.70	355.00	248.50
12/06/21	JP	215	Revise memo to B. Rosen regarding PR law mechanism for HTA toll increases.	1.60	360.00	576.00
12/06/21	HDB	210	Analyze edits to draft memorandum for B. Rosen regarding toll increases.	.70	325.00	227.50
12/06/21	UMF	224	Draft O&B's fifty-third monthly fee statement for September 2021 in the Title III case of HTA.	.30	230.00	69.00
12/06/21	JLN	210	Review revisions suggested by J. Pietrantonio to draft email regarding HTA tolls and fines. (0.2) Review case law regarding applicability of statute. (0.2) Discuss related issues and revisions with J. E. Gonzalez. (0.3)	.70	235.00	164.50
12/06/21	JEG	210	Review J. Pietrantonio's edits to draft response regarding the procedure to increase toll rates under Puerto Rico law. (0.2). Research on caselaw interpreting the provisions of the Uniform Rate Revision and Modification Act with respect to HTA. (0.8) Discuss with J. Notario issues related to the toll rates increase. (0.3).	1.30	200.00	260.00

Bill #: 407781

December 31, 2021

12/06/21	JEG	210	Review J. Pietrantonio's email forwarding sections of the HTA 2005 bonds Official Statement discussing HTA's stance with regards to the Uniform Rate Revision and Modification Procedure Act. (0.2). Research on whether Senate Bill 885 of 2005, House Bill 1809 of 2005, or other legislation with similar objectives were ever enacted into law. (0.3). Review final version of the response to Proskauer's inquiry regarding HTA's procedure to increase toll rates and forward same to B. Rosen. (0.2)	.70	200.00	140.00
12/07/21	VSN	224	As requested by U. Fernandez, prepare exhibits for the O&B fifty-third monthly fee application in the HTA Title III case for attorney review.	.20	160.00	32.00
12/17/21	JRC	210	Review questions from A. Weringa regarding HTA disclosure statement.	.30	355.00	106.50
12/20/21	HDB	215	Review Financial Disclosure insert to draft HTA disclosure statement.	.30	325.00	97.50
12/22/21	HDB	215	Review issues regarding preparation of HTA disclosure statement.	.30	325.00	97.50
12/23/21	JRC	215	Review request from J. Peterson of Proskauer regarding write-up of overview for Disclosure Schedule (.20) . Review CW documents sent by Proskauer (.70). Search for HTA disclosure materials from prior transactions and CW statements (.80)	1.70	355.00	603.50

TOTAL PROFESSIONAL SERVICES	\$ 6,172.00
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Less Discount	<u>\$ -617.20</u>
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NET PROFESSIONAL SERVICES:	\$ 5,554.80
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JOSE R. CACHO	3.90	355.00	1,384.50
JULIO PIETRANTONI	4.50	360.00	1,620.00
HERMANN BAUER	2.60	325.00	845.00
JOSE L. NOTARIO TOLL	2.90	235.00	681.50
UBALDO M. FERNANDEZ BARRERA	.30	230.00	69.00
GONZALEZ ALDARONDO, JOSUE E.	7.70	200.00	1,540.00
VANESSA SANCHEZ	.20	160.00	32.00

O'Neill & Borges LLC

Bill #: 407781

December 31, 2021

Total	22.10	\$ 6,172.00
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TOTAL THIS INVOICE

\$ 5,554.80

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.*

(Jointly Administered)

Debtors.¹

-----X
In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

Case No. 17 BK 3567-LTS

PUERTO RICO HIGHWAYS & TRANSPORTATION
AUTHORITY,

Debtor.

-----X
**COVER SHEET TO FIFTY-SEVENTH MONTHLY FEE APPLICATION OF
O'NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO
RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO HIGHWAYS &
TRANSPORTATION AUTHORITY, FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022**

¹ The Debtors in these jointly-administered Title III Cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (iv) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III Case numbers are listed as Bankruptcy Case numbers due to software limitations).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	January 1, 2022 through January 31, 2022
Amount of compensation sought as actual, reasonable and necessary:	\$14,761.80
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$14,761.80

This is a: X monthly ___ interim ___ final application

This is O&B's fifty-seventh monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for January 2022.

/s/ Jaime A. El Koury

Jaime A. El Koury

General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On August 23, 2022, sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
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mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
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Counsel for AAFAF:

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Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhland, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

**Counsel for PR Fiscal Agency and Financial
Advisory Authority:**

Marini Pietrantoni Muñoz LLC
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San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico
monsita.lecaroz@usdoj.gov

**Counsel for the Official Committee of Unsecured
Creditors:**

Paul Hastings LLP
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Attn: Luc. A. Despins, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
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San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq.,
aaseses@cstlawpr.com

**Counsel for the Official Committee of Retired
Employees:**

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Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
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Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of
Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant
Secretary of Central Accounting,
Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary
of Internal Revenue and Tax Policy
angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Secretary of the Treasury,
Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of
the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>HTA TITLE III</u>					
<u>Summary of Legal Fees for the Period January 1 through January 31, 2022</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Julio Pietrantoni	Special Counsel	Corporate	360.00	1.10	396.00
Hermann D. Bauer	Member	Litigation	330.00	2.60	858.00
José R. Cacho	Member	Corporate	360.00	8.80	3,168.00
Carlos E George	Member	Labor	265.00	0.30	79.50
Michelle Marichal	Member	Corporate	275.00	1.50	412.50
Ismael Vicenty Medina	Member	Corporate	335.00	10.50	3,517.50
Denisse Ortiz	Jr. Member	Corporate	240.00	15.90	3,816.00
Josué Gonzalez Aldarondo	Associate	Corporate	210.00	13.20	2,772.00
Heike M Tzieply	Associate	Corporate	180.00	7.60	1,368.00
Laura Jimenez Davis	Paralegal	Litigation	145.00	0.10	14.50
	Totals			61.60	\$ 16,402.00
	Less: 10% Courtesy discount				\$ (1,640.20)
SUMMARY OF LEGAL FEES					\$ 14,761.80
<u>HTA TITLE III</u>					
<u>Summary of Disbursements for the Period January 1 through January 31, 2022</u>					
Description - Expenses			Amounts		
SUMMARY OF DISBURSEMENTS					\$ -

<u>HTA TITLE III</u>			
<u>Summary of Legal Fees for the Period January 1 through January 31, 2022</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
202	Legal Research	0.60	126.00
210	Analysis and Strategy	1.30	405.00
213	Labor, Pension Matters	0.30	79.50
215	Plan of Adjustment and Disclosure Statement	59.30	15,777.00
219	Docketing	0.10	14.50
			\$ 16,402.00
	Less: 10% Courtesy Discount		\$ (1,640.20)
	TOTALS	61.60	\$ 14,761.80

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$13,285.62, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$13,285.62.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

250 AVE. MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

January 31, 2022

FOMB IN RE HTA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

850 AVE. MUNOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE HTA TITLE III

January 31, 2022
Bill #: 409325
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
January 31, 2022:

Client.Matter: P1703 - 0

RE: GENERAL

Total Professional Services	\$ 16,402.00
Less Discount	<u>\$ -1,640.20</u>
Net Professional Services	\$ 14,761.80
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 14,761.80

O'NEILL & BORGES LLC

Client.Matter: P1703 . 0

RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
1/09/22	CEG	213	Consider legal issues regarding HTA employees union representative and outstanding CBA.	.30	265.00	79.50
1/10/22	JRC	215	Review questions and template sent by J. Peterson of Proskauer to draft certain sections of HTA Disclosure Statement (.30) Analyze similar previous disclosures for CW and HTA (1.20). Discussions with J. Gonzalez on information and issues to be addressed in draft of sections of OS (.30).	1.80	360.00	648.00
1/10/22	JEG	215	Tel. conf. with J. Cacho to discuss the request from Proskauer to assist in preparing a draft of the overview section of the HTA Disclosure Statement. (0.3). Research to gather the 2020 HTA Annual Financial Information and Operating Report, the Official Statement of the HTA bonds issued in 2007, and the 2018 CW Basic Financial Statement. (0.3). Review same. (1.8). Draft the overview section of the HTA Disclosure Statement. (3.2)	5.60	210.00	1,176.00
1/11/22	JRC	215	Analyze sections of HTA Disclosure Statement prepared by J. Gonzalez (.80). Discuss related issues with J. Gonzalez (.30). Review revised draft and send to Proskauer with comments (.50)	1.60	360.00	576.00
1/11/22	HDB	215	Revise draft Debtor Overview insert for HTA disclosure statement.	.80	330.00	264.00
1/11/22	HDB	215	Respond to email query by M. Rina Kim in connection with pre-petition Ambac/HTA litigation and funds deposited with the EDB, in connection with Disclosure Statement.	.30	330.00	99.00

Bill #: 409325

January 31, 2022

1/11/22	JEG	215	Tel. conf. with J. Cacho regarding the draft Overview Section of the HTA Disclosure Statement. (0.3). Revise same in light of J. Cacho's suggestions. (0.4). Draft email forwarding revised version of the Overview Section and describing modifications therein. (0.3).	1.00	210.00	210.00
1/11/22	LJD	219	Docket court notice received by email dated January 6, 2022, regarding order Dkt. 1122, deadline to file responsive papers to Motion (Dkt 1119) - H. Bauer and U. Fernandez.	.10	145.00	14.50
1/12/22	JRC	215	Review emails from K. Rina of Proskauer and H. Bauer regarding HTA's cash account information for HTA Disclosure Statement.	.30	360.00	108.00
1/12/22	JRC	215	Review email from J. Peterson of Proskauer regarding HTA Disclosure Statement.	.20	360.00	72.00
1/12/22	HDB	210	Analyze docket for 16-CV-1893 (.3) Draft e-mail to M. Rina Kim regarding HTA deposits. (.1)	.40	330.00	132.00
1/13/22	JRC	215	Exchange emails with J. Peterson regarding HTA Disclosure Schedule.	.20	360.00	72.00
1/13/22	MMS	215	Review email from J. Weaver regarding Act 3-2017 status of extension and relationship between several statutes addressing fiscal austerity measures (Act 66-2014, Act 5-2017 and Act 42-2021. (.3) Discuss with H. Tzieply legal research regarding same. (.2) Review statutes and legal research regarding same. (.7)	1.20	275.00	330.00
1/13/22	JEG	215	Corroborate the source document used for the road mileage numbers included in the Overview section of the HTA Disclosure Statement. (0.2). At the request of J. Cacho, respond to J. Moran's query regarding same. (0.1)	.20	210.00	42.00
1/13/22	HMT	215	Research regarding following laws: Act 66-2014, Act 3-2017, Act 5-2017 and Act 42-2021; (4.0) Discuss with M. Marichal legal research regarding same; (.7) Draft Brief explanation of their relationship as discussed with M. Marichal. (.2)	4.90	180.00	882.00
1/13/22	HMT	215	Research regarding Puerto Rico Vehicle and Traffic Act currently in effect: Act 22-2000 and Act 141-1960.	.70	180.00	126.00

Bill #: 409325

January 31, 2022

1/14/22	MMS	215	Revise email response to J. Weaver regarding Act 3-2017 status of extension and relationship between several statutes addressing fiscal austerity measures (Act 66-2014, Act 5-2017 and Act 42-2021).	.30	275.00	82.50
1/14/22	HMT	215	Continue Draft brief explanation of the relationship between following laws: Act 66-2014, Act 3-2017, Act 5-2017, and Act 42-2021 as discussed with M. Marichal.	2.00	180.00	360.00
1/18/22	JRC	215	Review list of legislation sent by Proskauer to be included in the HTA Disclosure Schedule.	.40	360.00	144.00
1/18/22	DOT	215	Analyze proposed exchanges under HTA Title III Plan in connection with Puerto Rico tax implications.	8.30	240.00	1,992.00
1/19/22	JRC	215	Review write-up from Proskauer regarding legislation enacted to be included in HTA Disclosure Schedule (.50). Discuss with J. Gonzalez statutes to be reviewed (.20).	.70	360.00	252.00
1/19/22	IVM	215	Review of HTA Plan of adjustment and proposed exchanges in order to prepare PR tax disclosure.	4.80	335.00	1,608.00
1/19/22	DOT	215	Draft Certain Material PR Income Tax Consequences section for the Disclosure Statement of the HTA Title III Plan.	6.40	240.00	1,536.00
1/19/22	JEG	215	At the request of J. Cacho, conduct research on legislation and executive orders adopted to address HTA's fiscal crisis. (1.5). Revise and comment on the Legislation Section of the HTA Disclosure Statement. (0.6). Discuss with J. Cacho write of for legislation section of HTA disclosure schedule; (0.3) Draft email to J. Cacho with research findings and the revised document. (0.3).	2.70	210.00	567.00
1/20/22	JRC	215	Review suggestions from J. Gonzalez to write up for legislation section of HTA disclosure schedule.	.30	360.00	108.00
1/20/22	IVM	215	Analyze tax consequences of the proposed exchanges under HTA Plan (2.70). Draft proposed edits to review the tax disclosure for HTA bonds (1.80).	4.50	335.00	1,507.50
1/20/22	DOT	215	Revise draft of Certain Material PR Income Tax Consequences section for the Disclosure Statement of the HTA Title III Plan (0.9); email correspondence with Proskauer Tax team regarding the same (0.3).	1.20	240.00	288.00

Bill #: 409325

January 31, 2022

1/20/22	JEG	215	Draft email to J. Aldana from EY forwarding revised Legislation Section of the HTA Disclosure Statement and explaining the suggested revisions.	.50	210.00	105.00
1/24/22	IVM	215	Review of tax treatment and issues related to new bonds under the HTA plan.	1.20	335.00	402.00
1/25/22	JRC	215	Review email from A. Weringa of Proskauer regarding information to be reviewed for HTA disclosure statement.	.30	360.00	108.00
1/25/22	HDB	215	Review draft insert on HTA's Financial Obligations for disclosure statement.	.40	330.00	132.00
1/26/22	JRC	215	Edit changes to write-up sent by Proskauer to certain sections of HTA Disclosure Statement.	1.40	360.00	504.00
1/28/22	JRC	215	Review relevant sections of HTA disclosure schedule sent by A. Weringa of Proskauer.	.70	360.00	252.00
1/28/22	JEG	215	Review draft Overview Section of the HTA Disclosure Statement (1.9) and draft email forwarding same to J. Cacho with comments and suggested edits. (0.3)	2.20	210.00	462.00
1/31/22	JRC	215	Review comments from J. Gonzalez to list of related legislation to be included in HTA disclosure schedule (.30). Review questions from M. Bienenstock regarding HTA's power to create subsidiary to transfer toll income (.20). Review statute and emails with J. Pietrantonio regarding same. (.40)	.90	360.00	324.00
1/31/22	JP	215	Email exchanges H. Bauer, J. Cacho, J. Gonzalez regarding whether HTA has the authority to create subsidiaries (0.7); Legal research regarding same (0.4).	1.10	360.00	396.00
1/31/22	HDB	210	Analyze whether HTA's enabling act permits the creation of subsidiaries.	.30	330.00	99.00
1/31/22	HDB	210	Review edits to HTA Overview section of proposed disclosure statement.	.40	330.00	132.00
1/31/22	JEG	215	Draft email to A. Weringa forwarding HTA Disclosure Statement Overview Section and discussing certain comments regarding the use of the term "P3" to describe the Teodoro Moscoso contract.	.20	210.00	42.00
1/31/22	JEG	202	Review HTA Enabling Act to identify whether such public corporation was granted the authority to create subsidiaries. (0.4). Draft email to J. Pietrantonio regarding same. (0.2)	.60	210.00	126.00

Bill #: 409325

January 31, 2022

1/31/22	JEG	210	Review T. Mungovan and F. Bruno's email exchange regarding HTA's fiscal plan and forward same to J. Pietrantonio, J. Cacho, H. Bauer and J. Notario.	.20	210.00	42.00
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TOTAL PROFESSIONAL SERVICES	\$ 16,402.00
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Less Discount	<u>\$ -1,640.20</u>
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NET PROFESSIONAL SERVICES:	\$ 14,761.80
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SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
JOSE R. CACHO	8.80	360.00	3,168.00
JULIO PIETRANTONI	1.10	360.00	396.00
ISMAEL VICENTY MEDINA	10.50	335.00	3,517.50
HERMANN BAUER	2.60	330.00	858.00
CARLOS E. GEORGE	.30	265.00	79.50
MICHELLE MARICHAL SODERBERG	1.50	275.00	412.50
DENISSE ORTIZ TORRES	15.90	240.00	3,816.00
GONZALEZ ALDARONDO, JOSUE E.	13.20	210.00	2,772.00
HEIKE M. TZIEPLY	7.60	180.00	1,368.00
LAURA JIMENEZ DAVIS	.10	145.00	14.50
Total	61.60		\$ 16,402.00

TOTAL THIS INVOICE	\$ 14,761.80
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